

EXHIBIT S

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
Albert L. Hogan, III (AH 8807)
Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Four Times Square
New York, New York 10036
(212) 735-3000
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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SUPPLEMENTAL DECLARATION OF KEITH R. FRANCIS
IN SUPPORT OF DEBTORS' OBJECTION TO PROOF OF CLAIM
NO. 1279 (NU-TECH PLASTICS ENGINEERING, INC.)

I, Keith R. Francis, declare as follows:

1. I am a Senior Director at BBK, Ltd. ("BBK"), an international business advisory firm. I make this declaration in support of the objection by Delphi Corporation ("Delphi") to proof of claim number 1279 filed by Nu-Tech Plastics Engineering, Inc. ("Nu-Tech"), and in particular to respond to the damages report by Nu-Tech's damages witness, Gary Leeman, dated July 19, 2007, as modified by the updated damages calculation Mr. Leeman disclosed during his deposition on December 20, 2007 (the "Modified Nu-Tech Report"). Except as otherwise indicated, I have personal knowledge of or am otherwise competent to testify as to the matters set forth in this declaration.

A. Background And Qualifications

2. I am a Certified Public Accountant licensed in Michigan, a Certified Turnaround Professional, and a Certified Insolvency and Restructuring Advisor. I have more than 30 years of financial and operations expertise, with experience as a self-employed turnaround consultant, a Chief Operating Officer, a Chief Financial Officer, and a partner in a major public accounting and consulting firm. I began my career at Plante & Moran LLP, a certified public accounting and business advisory firm, and worked there for 24 years, progressing from staff accountant to audit partner, where I worked directly with owners of automotive manufacturing companies. Since joining BBK, I have managed many engagements from distressed suppliers to automotive original equipment manufacturers ("OEMs"). A copy of my current executive biography is attached to this declaration as Exhibit VI.

3. BBK provides advisory services regarding finance, strategy, and operations to clients in a variety of industries, including clients in the OEM, supplier, and aftermarket segments of the automotive industry. BBK's advisory services encompass areas such as corporate restructuring, corporate finance, litigation support, risk and credit management, due

diligence, advanced planning and development, operations assessment, performance improvement, and operations intervention.

4. In the fall of 1999, Delphi and General Motors Corporation ("GM") asked BBK to provide financial and operational services regarding Nu-Tech as part of their troubled-supplier program. As part of this engagement, I, with the assistance of others at BBK, reviewed Nu-Tech's business records, monitored Nu-Tech's operations, investigated and analyzed the financial and operational aspects of Nu-Tech's business, assessed Nu-Tech's financial and operational viability, and spent a considerable amount of time at Nu-Tech's headquarters in Grand Blanc, Michigan. At that time, the majority owner of Nu-Tech was John Mailey, and the minority owner was John Cooper. BBK's engagement ended in December 1999 or January 2000, at about the same time as Nu-Tech agreed to sell its assets to another company, Rapid Product Technologies, L.L.C.

5. In August 2007, I was engaged by Delphi's counsel to review, analyze, and respond to Mr. Leeman's damages report dated July 19, 2007, which asserted that Nu-Tech had suffered aggregate damages of \$13,957,130, comprising lost income of \$7,638,671 over a two-year period beginning on January 1, 1999, and ending December 31, 2000, lost business value of \$4,981,901, and excess costs of \$1,336,558 in calendar year 1999 related to payments under building and equipment leases and wage-related payments. At his deposition on December 20, 2007, Mr. Leeman provided to Delphi's counsel a modified damages calculation of \$15,126,582, comprising lost income of \$8,545,014 over a two-year period beginning on January 1, 1999, and ending December 31, 2000, lost business value of \$5,698,181, and excess costs of \$883,387 in calendar year 1999 related to payments under building and equipment leases and wage-related payments. In January 2008, Delphi's counsel asked me to review, analyze, and

respond to Mr. Leeman's modified damages calculation. My engagement did not include analyzing or interpreting Nu-Tech's agreements or otherwise addressing the merits of Nu-Tech's claims.

B. Summary Of Conclusions

6. My principal conclusions are as follows:

- Lost Income. The Modified Nu-Tech Report's calculation of lost income is overstated because (i) it is based on an incorrect assumption regarding the number of parts required by Delphi Automotive Systems LLC ("DAS"), (ii) it takes into account the financial performance of non-core aspects of Nu-Tech's business that should not be included in a lost-income analysis, and (iii) it ignores income taxes. By correcting these three problems, the lost-income calculation for the entire two-year period used by Nu-Tech decreases to about \$1.7 million. Furthermore, with respect to the period from May 3, 1999, through January 14, 2000 (which I have been instructed is the relevant time period), Nu-Tech's lost income was \$742,949.
- Lost Business Value. The Modified Nu-Tech Report's calculation of lost business value is based on the lost-income calculation (after taxes), and it therefore incorporates two of the three same problems identified above. In addition, Nu-Tech Report improperly (i) uses after-tax income, rather than free cash flow, as the basis for the calculation, and (ii) applies a capitalization rate, which assumes that Nu-Tech's agreement would have continued in perpetuity, rather than a discount rate, an approach consistent with the fact that Nu-Tech's agreement expired at the end of 2000. When these deficiencies are corrected, Nu-Tech's estimated lost business value is approximately \$1.2 million based on its free cash flow for all of calendar year 1999, without any subtractions of lost income or the sale price Nu-Tech obtained from Rapid. Moreover, Nu-Tech should not be permitted to recover damages based on lost income and damages based on lost business value because those measures would provide Nu-Tech with multiple recoveries for the same alleged harm based on conflicting theories.
- Excess Costs. With respect to excess costs, the Modified Nu-Tech Report sets forth the lease payments made by Nu-Tech under certain building and equipment leases and certain wage-related payments in 1999. However, as part of its assistance to Nu-Tech under Delphi's troubled-supplier program in 1999 and 2000, BBK determined that those leases, all of which were issued by Mr. Cooper or entities owned or controlled by him, called for rents that were significantly above market rates. As for the wage-related payments, those payments should not be included as excess costs

because they were variable costs that were or should not have been incurred by Nu-Tech if it did not produce the part at issue.

C. Lost Income

7. According to the Modified Nu-Tech Report, Nu-Tech lost income of \$8,545,014 from January 1, 1999, through December 31, 2000, as a result of DAS's failure to purchase part number 25160694 (the "Part") from Nu-Tech during that period. This calculation is flawed in three respects. First, it assumes that DAS's requirements for the Part during that period totaled 6,161,053 units. I was provided with payable records generated by GM showing that the requirements were substantially less. Those reports, which I have been instructed are attached to a separate declaration submitted by a witness from GM, James M. Weber, reflect that GM purchased 4,076,148 units during the two-year period. I was also directed to calculate the number of units purchased by GM for three discrete periods within this two-year range. The results of that calculation are as follows:

- January 1, 1999, through May 2, 1999: 1,087,324 units;
- May 3, 1999, through January 14, 2000: 1,614,555 units; and
- January 15, 2000, through December 31, 2000: 1,374,269 units.

8. Second, the Modified Nu-Tech Report's calculation improperly incorporates sales and costs associated with Nu-Tech's "Division 2" as well as sales and costs associated with "Tooling." During the time I spent at Nu-Tech in 1999 and 2000, I learned that Division 2 is essentially an accounting pass through entity that does not conduct any operations related to Nu-Tech's business, and that the Tooling business's revenues were approximately equal to its costs. For these reasons, I have excluded the financial data related to Division 2 and Tooling from my lost-income analysis.

9. The third flaw in the Modified Nu-Tech Report's calculation of lost income relates to taxes. Although the Modified Nu-Tech Report subtracts taxes for purposes of calculating lost business value, it does not do so with respect to the lost-income calculation. When, as here, an income statement shows positive income, a calculation of lost income should account for taxes paid on that income. My lost-income calculation corrects this error using a tax rate of 34%, the same tax rate used in the Modified Nu-Tech Report's calculation of lost business value.

10. To determine Nu-Tech's lost income, I corrected the three deficiencies outlined above, but otherwise adopted the same assumptions described in the Modified Nu-Tech Report. I performed four separate calculations. The first covers the entire period from January 1, 1999, through December 31, 2000, and is set forth on Exhibit I to this declaration. The second, third, and fourth cover January 1, 1999, through May 2, 1999, May 3, 1999, through January 14, 2000, and January 15, 2000, through December 31, 2000, respectively, and are set forth on Exhibit II. The final page of Exhibit II is a summary of the four calculations, and includes a line item subtracting taxes at a rate of 34%.

11. The results of the four calculations are outlined below:

<u>Period</u>	<u>Lost Income</u>	<u>Nu-Tech Report</u>	<u>Difference</u>
01-01-99 to 05-02-99	\$596,538	-	-
05-03-99 to 01-14-00	\$742,949	-	-
01-15-00 to 12-31-00	\$394,440	-	-
Total	\$1,733,929	\$8,545,014	(\$6,811,085)

D. Lost Business Value

12. The Modified Nu-Tech Report calculates lost business value by applying a capitalization rate of 3.91 to the Modified Nu-Tech Report's calculation of lost after-tax income for 1999, and then subtracting lost pre-tax income for that year and the price Nu-Tech obtained

from Rapid for the sale of its assets in January 2000. The result of this calculation is an estimated lost business value of \$5,698,181.

13. Because this calculation is based on the Modified Nu-Tech Report's lost-income calculation (after taxes), it includes two of the three of the flaws discussed in Part C above. In addition, in determining business value, it is common to use the business's free cash flow as the baseline for the valuation because free cash flow is a more reliable measure of value than net income. The Modified Nu-Tech Report uses net income, rather than free cash flow, as the foundation for its calculation.

14. Furthermore, by multiplying income by a capitalization rate, the Modified Nu-Tech Report assumes that Nu-Tech's agreement to sell the Part would continue in perpetuity. However, I have been instructed that the agreement was set to expire on December 31, 2000 – i.e., approximately one year from the date Nu-Tech sold its assets to Rapid. Because the agreement was for a fixed duration, it is more appropriate to apply a discount rate and determine the net present value of the free cash flow to be obtained under the agreement through the end of 2000, rather than a multiplier that assumes an agreement of indefinite duration.

15. For purposes of my estimation of lost business value, I calculated Nu-Tech's lost free cash flow for all of calendar year 1999 using the same assumptions described in Part C above, and then applied a discount rate of 25.6%, which is the discount rate implied by a capitalization rate of 3.91 (1/3.91 is 25.6%). This calculation, which is set forth on Exhibit III to this declaration, shows an estimate of \$1,239,089. This does not take into account any subtraction of lost income or the sale price Nu-Tech received from Rapid. Furthermore, if the calculation is limited to Nu-Tech's free cash flow from May 3, 1999, through December 31, 1999, rather than all of calendar year 1999, the estimate decreases accordingly.

16. Moreover, Nu-Tech should not recover any damages under a lost-business-value measure because that would provide Nu-Tech with multiple forms of recovery for the same alleged harm based on conflicting theories. The lost-income calculation discussed above is designed to provide to Nu-Tech the income it would have earned if it had produced 100% of DAS's requirements for the part in 1999 and 2000. By contrast, the theory underlying the calculation of lost business value is that Rapid (or another buyer) would have paid more for Nu-Tech's assets in January 2000 if Nu-Tech had produced 100% of DAS's requirements in 1999 and Rapid expected that DAS would continue to order 100% of its requirements from Rapid following the asset sale. These two hypotheticals cannot coexist – Nu-Tech could produce the part and earn the income in 1999 and 2000, or Nu-Tech could produce the part in 1999 and then sell its assets for a higher price in January 2000, but not both. Accordingly, it would be inappropriate to allow Nu-Tech to recover damages based on lost income and damages based on lost business value.

E. Excess Costs

17. The final element of the Modified Nu-Tech Report damages calculation is termed excess costs. These costs comprise payments made by Nu-Tech under building and equipment leases and other wage-related payments in 1999. All of the leases at issue were between Nu-Tech and either Mr. Cooper himself or entities owned or controlled by Mr. Cooper, and it is my conclusion that Mr. Cooper charged Nu-Tech rents that were well above market rates. Because of his role in the leasing companies, Mr. Cooper was in a position to mitigate Nu-Tech's alleged excess lease costs by, for example, reducing or suspending rents, but apparently he did not do so.

18. When Nu-Tech was in Delphi's troubled-supplier program in 1999 and 2000, BBK conducted an analysis of several of Nu-Tech's leases, including the leases at issue

here, and compared the economic terms of those leases to market rates for comparable property. The results of the analysis – which are set forth in Exhibit IV to this declaration, which addresses real property leases, and Exhibit V, which deals with personal property leases – demonstrated that the economic terms of the leases were significantly above market.

19. With respect to the building leases, for example, BBK estimated that Nu-Tech paid approximately \$10.00 per square foot under the lease for 8024 Embury Road and approximately \$11.99 per square foot under the lease for 4068 Baldwin Road, Building B (these leases are the second and fourth entries on Exhibit IV). By contrast, BBK's market research showed that the market rate at that time was in the range of \$4 to \$5 per square foot. Thus, whereas Nu-Tech made aggregate lease payments of \$278,670 (\$158,750 for 8024 Embury Road and \$119,920 for 4068 Baldwin Road, Building B) for those two buildings in 1999, at market rates the aggregate payments would have been somewhere between \$103,500 and \$129,375.

20. As for personal property leases, as shown on Exhibit V, BBK analyzed several of Nu-Tech's leases (including leases not addressed in the Modified Nu-Tech Report), and determined that they carried an average interest rate of 16.56%. The market interest rate for comparable leases at that time was only 10% to 12%.

21. The Modified Nu-Tech Report includes in its excess-costs calculation \$461,709 in wage-related payments in calendar year 1999, comprising \$394,185 in wages, \$34,097 in payroll taxes, and \$33,427 in health-insurance payments. As reflected in the operating payroll and expenses portion of the Modified Nu-Tech Report's lost-income calculation for 1999, those wage-related payments constituted variable costs – i.e., costs that changed directly with Nu-Tech's production of the part at issue. If Nu-Tech did not produce the part in 1999 (as the Modified Nu-Tech Report assumes), then Nu-Tech did not or should not

have incurred those costs in 1999. It is therefore inappropriate to include the wage-related payments as excess costs.

I declare under penalty of perjury that the foregoing is true and correct. Executed
on January 7, 2008



KEITH R. FRANCIS

EXHIBIT I

Exhibit I

	Variable/ Fixed	Basis	Variable	Fixed (2 years)	Total	Historical - 1998 Amount	Ratio
Sales							
Tooling					-	-	0.00%
Division 2 Purchasing					-	-	0.00%
Miscellaneous					-	1,229	0.02%
Delphi			7,581,635		7,581,635	4,839,410	74.43%
Chrysler					-	47,171	0.73%
Johnson Controls					-	334,314	5.14%
GT Products					-	649,625	9.99%
Briskin Manufacturing					-	16,066	0.25%
GM SPO					-	368,201	5.66%
Powertrain					-	123,935	1.91%
Oxford Suspension					-	15,277	0.23%
Reacom					-	106,321	1.64%
Total Sales			7,581,635	-	7,581,635	6,501,549	100.00%
Cost of Goods Sold							
Tooling	V				-	-	0.00%
Division 2 Purchasing	V				-	-	0.00%
Research & Development	V	0.02% of Sales	1,516		1,516	1,000	0.02%
Delphi	V				-	2,249,565	34.60%
Chrysler	V				-	35,997	0.55%
Johnson Controls	V				-	275,360	4.24%
GT Products	V				-	395,616	6.08%
Briskin Manufacturing	V				-	9,431	0.15%
GM SPO	V				-	156,821	2.41%
Powertrain	V				-	59,852	0.92%
Oxford Suspension	V				-	9,408	0.14%
Reacom	V				-	66,444	1.02%
Freight & Delivery	V	0.67% of Sales	50,797		50,797	43,526	0.67%
Engineering	V		-		-	264	0.00%
Equipment Maintenance	V	1.17% of Sales	88,705		88,705	75,976	1.17%
Supplies - Shop	V	1.43% of Sales	108,417		108,417	92,974	1.43%
Supplies - Quality Control	V	0.21% of Sales	15,921		15,921	13,603	0.21%
Inventory Overhead Adjustment	V				-	(2,201,564)	-33.86%
Total Cost of Goods Sold			265,356	-	265,356	1,284,273	19.75%
Gross Profit			7,316,279	-	7,316,279	5,217,276	80.25%
Operating Payroll & Expenses							
Salaries & Wages - Other	V	18.22% of Sales	1,381,374		1,381,374	1,184,530	18.22%
Salaries & Wages - Officer & Admin.	F		-	644,000	644,000	322,000	4.95%
Contract Labor	V	1.13% of Sales	85,672		85,672	73,643	1.13%
Payroll Taxes	V	8.65% of PR	119,489	55,706	175,195	130,307	2.00%
Payroll Expenses - Other	V	0.00% of Sales	-		-	57	0.00%
Health Insurance	V	8.48% of PR	117,141	54,611	171,752	127,681	1.96%
Total Payroll & Expenses			1,703,676	754,317	2,457,993	1,838,218	28.26%
Profit After Payroll & Expenses			5,612,603	(754,317)	4,858,286	3,379,058	51.99%
Other Controllable Expenses							
Advertising	V	0.00% of Sales			-	143	0.00%
Bank Service Charges	F			17,576	17,576	8,788	0.14%
Blueprints	V	0.04% of Sales	3,033		3,033	2,585	0.04%
Contributions	F			4,812	4,812	2,406	0.04%
Dues & Subscriptions	F			5,512	5,512	2,756	0.04%
Shop Maintenance	F			400	400	200	0.00%
Office Maintenance	F			6,742	6,742	3,371	0.05%
Machinery Movers & Riggers	V	2.14% of Sales	162,247		162,247	139,059	2.14%
Building Maintenance	F			58,308	58,308	29,154	0.45%
Fees & Permits	V	0.01% of Sales	758		758	500	0.01%
Miscellaneous	V	0.19% of Sales	14,405		14,405	12,281	0.19%
Postage & Delivery	V	0.06% of Sales	4,549		4,549	3,625	0.06%
Supplies	V	1.06% of Sales	80,365		80,365	68,873	1.06%
Telephone	V	0.42% of Sales	31,843		31,843	27,120	0.42%

Exhibit I

	Variable/ Fixed	Basis	Variable	Fixed (2 years)	Total	Historical - 1998 Amount	Ratio
Pager Service	V	0.06% of Sales	4,549		4,549	3,948	0.06%
Meals & Entertainment	V	0.45% of Sales	34,117		34,117	29,333	0.45%
Travel	V	0.46% of Sales	34,876		34,876	30,014	0.46%
Uniforms	V	0.11% of Sales	8,340		8,340	7,036	0.11%
Gas & Electric	V	3.05% of Sales	231,240		231,240	198,150	3.05%
Water	V	0.01% of Sales	758		758	389	0.01%
Vehicle Expense	F			87,718	87,718	43,859	0.67%
Total Controllable Expenses			611,080	181,068	792,148	613,590	9.45%
Profit After Controllable Expenses			5,001,523	(935,385)	4,066,138	2,765,468	42.54%
Other Non-Controllable Expenses							
Depreciation - Office Equipment	F			28,722	28,722	14,361	0.22%
Depreciation - Leasehold Improvements	F			41,968	41,968	20,984	0.32%
Depreciation - Plant Equipment	F			281,008	281,008	140,504	2.16%
Depreciation - Vehicles	F			18,166	18,166	9,083	0.14%
Amortization Expense	F			9,206	9,206	4,603	0.07%
Interest Expense	V	3.20% of Sales	242,612		242,612	207,913	3.20%
General Insurance	F			30,392	30,392	15,196	0.23%
Workers' Compensation Insurance	V	1.26% 1.26% of PR	17,405	8,114	25,519	19,030	0.29%
Umbrella Insurance	F			2,346	2,346	1,173	0.02%
Accounting	F			5,350	5,350	2,675	0.04%
Consulting	V	0.40% of Sales	30,328		30,328	25,894	0.40%
Legal Fees	F			32,134	32,134	16,067	0.25%
Taxes - Local	F			17,422	17,422	8,711	0.13%
Taxes - Property Taxes	F			182,306	182,306	91,153	1.40%
Single Business Tax	V	0.23% of Sales	17,438		17,438	14,832	0.23%
Uncollectible Accounts	V	0.43% of Sales	32,601		32,601	28,152	0.43%
Waste Collection	V	0.07% of Sales	5,307		5,307	4,245	0.07%
Total Non-/Controllable Expenses			345,691	657,135	1,002,826	624,576	9.60%
Profit Before Equipment & Building Rent			4,655,832	(1,592,520)	3,063,312	2,140,892	32.94%
Additional Rental Expenses Specific to Delphi Part 60694							
Equipment Rental	F			493,425	493,425	979,151	15.06%
Building Rent	F			349,930	349,930	656,455	10.10%
Total Additional Rental Expense Specific to Delphi Part 60694			-	843,355	843,355	1,635,606	25.16%
Profit Before Other Income			4,655,832	(2,435,875)	2,219,957	505,286	7.78%
Other Income							
Interest Income			-	-	-	25,727	0.40%
Other Income			-	-	-	11,909	0.18%
Total Other Income			-	-	-	37,636	0.58%
Net Income/(Loss)			4,655,832	(2,435,875)	2,219,957	542,922	8.36%
Less: Delphi Attributed Fixed Expenses							
Total Delphi Attributed Fixed Expenses			843,355				
74.43% Fixed Expenses before Equipment & Building Rent		1,592,520	1,185,312				
Total Delphi Attributed Fixed Expenses			2,028,667				
Loss of Income				2,627,165			

EXHIBIT II

Exhibit II-A

	Variable/ Fixed	Basis	Variable	Fixed (2 years)	Total	Historical - 1998 Amount	Ratio
Sales							
Tooling					-	-	0.00%
Division 2 Purchasing					-	-	0.00%
Miscellaneous					-	1,229	0.02%
Delphi			2,022,423		2,022,423	4,839,410	74.43%
Chrysler					-	47,171	0.73%
Johnson Controls					-	334,314	5.14%
GT Products					-	649,625	9.99%
Briskin Manufacturing					-	16,066	0.25%
GM SPO					-	368,201	5.66%
Powertrain					-	123,935	1.91%
Oxford Suspension					-	15,277	0.23%
Reacom					-	106,321	1.64%
Total Sales			2,022,423	-	2,022,423	6,501,549	100.00%
Cost of Goods Sold							
Tooling	V				-	-	0.00%
Division 2 Purchasing	V				-	-	0.00%
Research & Development	V	0.02% of Sales	404		404	1,000	0.02%
Delphi	V				-	2,249,565	34.60%
Chrysler	V				-	35,997	0.55%
Johnson Controls	V				-	275,360	4.24%
GT Products	V				-	395,616	6.08%
Briskin Manufacturing	V				-	9,431	0.15%
GM SPO	V				-	156,821	2.41%
Powertrain	V				-	59,852	0.92%
Oxford Suspension	V				-	9,408	0.14%
Reacom	V				-	66,444	1.02%
Freight & Delivery	V	0.67% of Sales	13,550		13,550	43,526	0.67%
Engineering	V		-		-	264	0.00%
Equipment Maintenance	V	1.17% of Sales	23,662		23,662	75,976	1.17%
Supplies - Shop	V	1.43% of Sales	28,921		28,921	92,974	1.43%
Supplies - Quality Control	V	0.21% of Sales	4,247		4,247	13,603	0.21%
Inventory Overhead Adjustment	V				-	(2,201,564)	-33.86%
Total Cost of Goods Sold			70,784	-	70,784	1,284,273	19.75%
Gross Profit			1,951,639	-	1,951,639	5,217,276	80.25%
Operating Payroll & Expenses							
Salaries & Wages - Other	V	18.22% of Sales	368,485		368,485	1,184,530	18.22%
Salaries & Wages - Officer & Admin.	F		-	644,000	644,000	322,000	4.95%
Contract Labor	V	1.13% of Sales	22,853		22,853	73,643	1.13%
Payroll Taxes	V	8.65% of PR	31,874	55,706	87,580	130,307	2.00%
Payroll Expenses - Other	V	0.00% of Sales	-		-	57	0.00%
Health Insurance	V	8.48% of PR	31,247	54,611	85,858	127,681	1.96%
Total Payroll & Expenses			454,458	754,317	1,208,775	1,838,218	28.26%
Profit After Payroll & Expenses			1,497,181	(754,317)	742,864	3,379,058	51.99%
Other Controllable Expenses							
Advertising	V	0.00% of Sales			-	143	0.00%
Bank Service Charges	F			17,576	17,576	8,788	0.14%
Blueprints	V	0.04% of Sales	809		809	2,585	0.04%
Contributions	F			4,812	4,812	2,406	0.04%
Dues & Subscriptions	F			5,512	5,512	2,756	0.04%
Shop Maintenance	F			400	400	200	0.00%
Office Maintenance	F			6,742	6,742	3,371	0.05%
Machinery Movers & Riggers	V	2.14% of Sales	43,280		43,280	139,059	2.14%
Building Maintenance	F			58,308	58,308	29,154	0.45%
Fees & Permits	V	0.01% of Sales	202		202	500	0.01%
Miscellaneous	V	0.19% of Sales	3,843		3,843	12,281	0.19%
Postage & Delivery	V	0.06% of Sales	1,213		1,213	3,625	0.06%
Supplies	V	1.06% of Sales	21,438		21,438	68,873	1.06%
Telephone	V	0.42% of Sales	8,494		8,494	27,120	0.42%

Exhibit II-A

	Variable/ Fixed	Basis	Variable	Fixed (2 years)	Total	Historical - 1998 Amount	Ratio
Pager Service	V	0.06% of Sales	1,213		1,213	3,948	0.06%
Meals & Entertainment	V	0.45% of Sales	9,101		9,101	29,333	0.45%
Travel	V	0.46% of Sales	9,303		9,303	30,014	0.46%
Uniforms	V	0.11% of Sales	2,225		2,225	7,036	0.11%
Gas & Electric	V	3.05% of Sales	61,684		61,684	198,150	3.05%
Water	V	0.01% of Sales	202		202	389	0.01%
Vehicle Expense	F			87,718	87,718	43,859	0.67%
Total Controllable Expenses			163,007	181,068	344,075	613,590	9.45%
Profit After Controllable Expenses			1,334,174	(935,385)	398,789	2,765,468	42.54%
Other Non-Controllable Expenses							
Depreciation - Office Equipment	F			28,722	28,722	14,361	0.22%
Depreciation - Leasehold Improvements	F			41,968	41,968	20,984	0.32%
Depreciation - Plant Equipment	F			281,008	281,008	140,504	2.16%
Depreciation - Vehicles	F			18,166	18,166	9,083	0.14%
Amortization Expense	F			9,206	9,206	4,603	0.07%
Interest Expense	V	3.20% of Sales	64,718		64,718	207,913	3.20%
General Insurance	F			30,392	30,392	15,196	0.23%
Workers' Compensation Insurance	V	1.26% of PR	4,643	8,114	12,757	19,030	0.29%
Umbrella Insurance	F			2,346	2,346	1,173	0.02%
Accounting	F			5,350	5,350	2,675	0.04%
Consulting	V	0.40% of Sales	8,091		8,091	25,894	0.40%
Legal Fees	F			32,134	32,134	16,067	0.25%
Taxes - Local	F			17,422	17,422	8,711	0.13%
Taxes - Property Taxes	F			182,306	182,306	91,153	1.40%
Single Business Tax	V	0.23% of Sales	4,652		4,652	14,832	0.23%
Uncollectible Accounts	V	0.43% of Sales	8,696		8,696	28,152	0.43%
Waste Collection	V	0.07% of Sales	1,416		1,416	4,245	0.07%
Total Non-/Controllable Expenses			92,216	657,135	749,351	624,576	9.60%
Profit Before Equipment & Building Rent			1,241,958	(1,592,520)	(350,562)	2,140,892	32.94%
Additional Rental Expenses Specific to Delphi Part 60694							
Equipment Rental	F			493,425	493,425	979,151	15.06%
Building Rent	F			349,930	349,930	656,455	10.10%
Total Additional Rental Expense Specific to Delphi Part 60694			-	843,355	843,355	1,635,606	25.16%
Profit Before Other Income			1,241,958	(2,435,875)	(1,193,917)	505,286	7.78%
Other Income							
Interest Income			-	-	-	25,727	0.40%
Other Income			-	-	-	11,909	0.18%
Total Other Income			-	-	-	37,636	0.58%
Net Income/(Loss)			1,241,958	(2,435,875)	(1,193,917)	542,922	8.36%
Less: Delphi Attributed Fixed Expenses							
Total Delphi Attributed Fixed Expenses for 1/1/99 - 5/2/99			140,560				
74.43% Fixed Expenses before Equipment & Building Rent for 1/1/99 - 5/2/99			197,553				
Total Delphi Attributed Fixed Expenses			338,112				
Loss of Income				903,846			

Exhibit II-B

	Variable/ Fixed	Basis	Variable	Fixed (2 years)	Total	Historical - 1998 Amount	Ratio
Sales							
Tooling					-	-	0.00%
Division 2 Purchasing					-	-	0.00%
Miscellaneous					-	1,229	0.02%
Delphi			3,003,072		3,003,072	4,839,410	74.43%
Chrysler					-	47,171	0.73%
Johnson Controls					-	334,314	5.14%
GT Products					-	649,625	9.99%
Briskin Manufacturing					-	16,066	0.25%
GM SPO					-	368,201	5.66%
Powertrain					-	123,935	1.91%
Oxford Suspension					-	15,277	0.23%
Reacom					-	106,321	1.64%
Total Sales			<u>3,003,072</u>	<u>-</u>	<u>3,003,072</u>	<u>6,501,549</u>	<u>100.00%</u>
Cost of Goods Sold							
Tooling	V				-	-	0.00%
Division 2 Purchasing	V				-	-	0.00%
Research & Development	V	0.02% of Sales	601		601	1,000	0.02%
Delphi	V				-	2,249,565	34.60%
Chrysler	V				-	35,997	0.55%
Johnson Controls	V				-	275,360	4.24%
GT Products	V				-	395,616	6.08%
Briskin Manufacturing	V				-	9,431	0.15%
GM SPO	V				-	156,821	2.41%
Powertrain	V				-	59,852	0.92%
Oxford Suspension	V				-	9,408	0.14%
Reacom	V				-	66,444	1.02%
Freight & Delivery	V	0.67% of Sales	20,121		20,121	43,526	0.67%
Engineering	V		-		-	264	0.00%
Equipment Maintenance	V	1.17% of Sales	35,136		35,136	75,976	1.17%
Supplies - Shop	V	1.43% of Sales	42,944		42,944	92,974	1.43%
Supplies - Quality Control	V	0.21% of Sales	6,306		6,306	13,603	0.21%
Inventory Overhead Adjustment	V				-	(2,201,564)	-33.86%
Total Cost of Goods Sold			<u>105,108</u>	<u>-</u>	<u>105,108</u>	<u>1,284,273</u>	<u>19.75%</u>
Gross Profit			2,897,964	-	2,897,964	5,217,276	80.25%
Operating Payroll & Expenses							
Salaries & Wages - Other	V	18.22% of Sales	547,160		547,160	1,184,530	18.22%
Salaries & Wages - Officer & Admin.	F		-	644,000	644,000	322,000	4.95%
Contract Labor	V	1.13% of Sales	33,935		33,935	73,643	1.13%
Payroll Taxes	V	8.65% of PR	47,329	55,706	103,035	130,307	2.00%
Payroll Expenses - Other	V	0.00% of Sales	-		-	57	0.00%
Health Insurance	V	8.48% of PR	46,399	54,611	101,010	127,681	1.96%
Total Payroll & Expenses			<u>674,822</u>	<u>754,317</u>	<u>1,429,139</u>	<u>1,838,218</u>	<u>28.26%</u>
Profit After Payroll & Expenses			2,223,142	(754,317)	1,468,825	3,379,058	51.99%
Other Controllable Expenses							
Advertising	V	0.00% of Sales			-	143	0.00%
Bank Service Charges	F			17,576	17,576	8,788	0.14%
Blueprints	V	0.04% of Sales	1,201		1,201	2,585	0.04%
Contributions	F			4,812	4,812	2,406	0.04%
Dues & Subscriptions	F			5,512	5,512	2,756	0.04%
Shop Maintenance	F			400	400	200	0.00%
Office Maintenance	F			6,742	6,742	3,371	0.05%
Machinery Movers & Riggers	V	2.14% of Sales	64,266		64,266	139,059	2.14%
Building Maintenance	F			58,308	58,308	29,154	0.45%

Exhibit II-B

	Variable/ Fixed		Basis	Variable	Fixed (2 years)	Total	Historical - 1998	
							Amount	Ratio
Fees & Permits	V		0.01% of Sales	300		300	500	0.01%
Miscellaneous	V		0.19% of Sales	5,706		5,706	12,281	0.19%
Postage & Delivery	V		0.06% of Sales	1,802		1,802	3,625	0.06%
Supplies	V		1.06% of Sales	31,833		31,833	68,873	1.06%
Telephone	V		0.42% of Sales	12,613		12,613	27,120	0.42%
Pager Service	V		0.06% of Sales	1,802		1,802	3,948	0.06%
Meals & Entertainment	V		0.45% of Sales	13,514		13,514	29,333	0.45%
Travel	V		0.46% of Sales	13,814		13,814	30,014	0.46%
Uniforms	V		0.11% of Sales	3,303		3,303	7,036	0.11%
Gas & Electric	V		3.05% of Sales	91,594		91,594	198,150	3.05%
Water	V		0.01% of Sales	300		300	389	0.01%
Vehicle Expense	F				87,718	87,718	43,859	0.67%
Total Controllable Expenses				242,048	181,068	423,116	613,590	9.45%
Profit After Controllable Expenses				1,981,094	(935,385)	1,045,709	2,765,468	42.54%
Other Non-Controllable Expenses								
Depreciation - Office Equipment	F				28,722	28,722	14,361	0.22%
Depreciation - Leasehold Improvements	F				41,968	41,968	20,984	0.32%
Depreciation - Plant Equipment	F				281,008	281,008	140,504	2.16%
Depreciation - Vehicles	F				18,166	18,166	9,083	0.14%
Amortization Expense	F				9,206	9,206	4,603	0.07%
Interest Expense	V		3.20% of Sales	96,098		96,098	207,913	3.20%
General Insurance	F				30,392	30,392	15,196	0.23%
Workers' Compensation Insurance	V		1.26% of PR	6,894	8,114	15,008	19,030	0.29%
Umbrella Insurance	F				2,346	2,346	1,173	0.02%
Accounting	F				5,350	5,350	2,675	0.04%
Consulting	V		0.40% of Sales	12,013		12,013	25,894	0.40%
Legal Fees	F				32,134	32,134	16,067	0.25%
Taxes - Local	F				17,422	17,422	8,711	0.13%
Taxes - Property Taxes	F				182,306	182,306	91,153	1.40%
Single Business Tax	V		0.23% of Sales	6,907		6,907	14,832	0.23%
Uncollectible Accounts	V		0.43% of Sales	12,913		12,913	28,152	0.43%
Waste Collection	V		0.07% of Sales	2,102		2,102	4,245	0.07%
Total Non-/Controllable Expenses				136,927	657,135	794,062	624,576	9.60%
Profit Before Equipment & Building Rent				1,844,167	(1,592,520)	251,647	2,140,892	32.94%
Additional Rental Expenses Specific to Delphi Part 60694								
Equipment Rental	F				493,425	493,425	979,151	15.06%
Building Rent	F				349,930	349,930	656,455	10.10%
Total Additional Rental Expense Specific to Delphi Part 60694				-	843,355	843,355	1,635,606	25.16%
Profit Before Other Income				1,844,167	(2,435,875)	(591,708)	505,286	7.78%
Other Income								
Interest Income				-	-	-	25,727	0.40%
Other Income				-	-	-	11,909	0.18%
Total Other Income				-	-	-	37,636	0.58%
Net Income/(Loss)				1,844,167	(2,435,875)	(591,708)	542,922	8.36%
Less: Delphi Attributed Fixed Expenses								
Total Delphi Attributed Fixed Expenses for 5/3/99 - 1/14/00				298,688				
74.43% Fixed Expenses before Equipment & Building Rent for 5/3/99 - 1/14/00				419,798				
Total Delphi Attributed Fixed Expenses				718,486				
Loss of Income				1,125,681				

Exhibit II-C

	Variable/ Fixed	Basis	Variable	Fixed (2 years)	Total	Historical - 1998 Amount	Ratio
Sales							
Tooling					-	-	0.00%
Division 2 Purchasing					-	-	0.00%
Miscellaneous					-	1,229	0.02%
Delphi			2,556,140		2,556,140	4,839,410	74.43%
Chrysler					-	47,171	0.73%
Johnson Controls					-	334,314	5.14%
GT Products					-	649,625	9.99%
Briskin Manufacturing					-	16,066	0.25%
GM SPO					-	368,201	5.66%
Powertrain					-	123,935	1.91%
Oxford Suspension					-	15,277	0.23%
Reacom					-	106,321	1.64%
Total Sales			<u>2,556,140</u>	<u>-</u>	<u>2,556,140</u>	<u>6,501,549</u>	<u>100.00%</u>
Cost of Goods Sold							
Tooling	V				-	-	0.00%
Division 2 Purchasing	V				-	-	0.00%
Research & Development	V	0.02% of Sales	511		511	1,000	0.02%
Delphi	V				-	2,249,565	34.60%
Chrysler	V				-	35,997	0.55%
Johnson Controls	V				-	275,360	4.24%
GT Products	V				-	395,616	6.08%
Briskin Manufacturing	V				-	9,431	0.15%
GM SPO	V				-	156,821	2.41%
Powertrain	V				-	59,852	0.92%
Oxford Suspension	V				-	9,408	0.14%
Reacom	V				-	66,444	1.02%
Freight & Delivery	V	0.67% of Sales	17,126		17,126	43,526	0.67%
Engineering	V		-		-	264	0.00%
Equipment Maintenance	V	1.17% of Sales	29,907		29,907	75,976	1.17%
Supplies - Shop	V	1.43% of Sales	36,553		36,553	92,974	1.43%
Supplies - Quality Control	V	0.21% of Sales	5,368		5,368	13,603	0.21%
Inventory Overhead Adjustment	V				-	(2,201,564)	-33.86%
Total Cost of Goods Sold			<u>89,465</u>	<u>-</u>	<u>89,465</u>	<u>1,284,273</u>	<u>19.75%</u>
Gross Profit			2,466,675	-	2,466,675	5,217,276	80.25%
Operating Payroll & Expenses							
Salaries & Wages - Other	V	18.22% of Sales	465,729		465,729	1,184,530	18.22%
Salaries & Wages - Officer & Admin.	F		-	644,000	644,000	322,000	4.95%
Contract Labor	V	1.13% of Sales	28,884		28,884	73,643	1.13%
Payroll Taxes	V	8.65% of PR	40,286	55,706	95,992	130,307	2.00%
Payroll Expenses - Other	V	0.00% of Sales	-		-	57	0.00%
Health Insurance	V	8.48% of PR	39,494	54,611	94,105	127,681	1.96%
Total Payroll & Expenses			<u>574,393</u>	<u>754,317</u>	<u>1,328,710</u>	<u>1,838,218</u>	<u>28.26%</u>
Profit After Payroll & Expenses			1,892,282	(754,317)	1,137,965	3,379,058	51.99%
Other Controllable Expenses							
Advertising	V	0.00% of Sales			-	143	0.00%
Bank Service Charges	F			17,576	17,576	8,788	0.14%
Blueprints	V	0.04% of Sales	1,022		1,022	2,585	0.04%
Contributions	F			4,812	4,812	2,406	0.04%
Dues & Subscriptions	F			5,512	5,512	2,756	0.04%
Shop Maintenance	F			400	400	200	0.00%
Office Maintenance	F			6,742	6,742	3,371	0.05%
Machinery Movers & Riggers	V	2.14% of Sales	54,701		54,701	139,059	2.14%
Building Maintenance	F			58,308	58,308	29,154	0.45%

Exhibit II-C

	Variable/ Fixed	Basis	Variable	Fixed (2 years)	Total	Historical - 1998	
						Amount	Ratio
Fees & Permits	V	0.01% of Sales	256		256	500	0.01%
Miscellaneous	V	0.19% of Sales	4,857		4,857	12,281	0.19%
Postage & Delivery	V	0.06% of Sales	1,534		1,534	3,625	0.06%
Supplies	V	1.06% of Sales	27,095		27,095	68,873	1.06%
Telephone	V	0.42% of Sales	10,736		10,736	27,120	0.42%
Pager Service	V	0.06% of Sales	1,534		1,534	3,948	0.06%
Meals & Entertainment	V	0.45% of Sales	11,503		11,503	29,333	0.45%
Travel	V	0.46% of Sales	11,758		11,758	30,014	0.46%
Uniforms	V	0.11% of Sales	2,812		2,812	7,036	0.11%
Gas & Electric	V	3.05% of Sales	77,962		77,962	198,150	3.05%
Water	V	0.01% of Sales	256		256	389	0.01%
Vehicle Expense	F			87,718	87,718	43,859	0.67%
Total Controllable Expenses			206,026	181,068	387,094	613,590	9.45%
Profit After Controllable Expenses			1,686,256	(935,385)	750,871	2,765,468	42.54%
Other Non-Controllable Expenses							
Depreciation - Office Equipment	F			28,722	28,722	14,361	0.22%
Depreciation - Leasehold Improvements	F			41,968	41,968	20,984	0.32%
Depreciation - Plant Equipment	F			281,008	281,008	140,504	2.16%
Depreciation - Vehicles	F			18,166	18,166	9,083	0.14%
Amortization Expense	F			9,206	9,206	4,603	0.07%
Interest Expense	V	3.20% of Sales	81,796		81,796	207,913	3.20%
General Insurance	F			30,392	30,392	15,196	0.23%
Workers' Compensation Insurance	V	1.26% of PR	5,868	8,114	13,982	19,030	0.29%
Umbrella Insurance	F			2,346	2,346	1,173	0.02%
Accounting	F			5,350	5,350	2,675	0.04%
Consulting	V	0.40% of Sales	10,226		10,226	25,894	0.40%
Legal Fees	F			32,134	32,134	16,067	0.25%
Taxes - Local	F			17,422	17,422	8,711	0.13%
Taxes - Property Taxes	F			182,306	182,306	91,153	1.40%
Single Business Tax	V	0.23% of Sales	5,879		5,879	14,832	0.23%
Uncollectible Accounts	V	0.43% of Sales	10,991		10,991	28,152	0.43%
Waste Collection	V	0.07% of Sales	1,789		1,789	4,245	0.07%
Total Non-/Controllable Expenses			116,549	657,135	773,684	624,576	9.60%
Profit Before Equipment & Building Rent			1,569,707	(1,592,520)	(22,813)	2,140,892	32.94%
Additional Rental Expenses Specific to Delphi Part 60694							
Equipment Rental	F			493,425	493,425	979,151	15.06%
Building Rent	F			349,930	349,930	656,455	10.10%
Total Additional Rental Expense Specific to Delphi Part 60694			-	843,355	843,355	1,635,606	25.16%
Profit Before Other Income			1,569,707	(2,435,875)	(866,168)	505,286	7.78%
Other Income							
Interest Income			-	-	-	25,727	0.40%
Other Income			-	-	-	11,909	0.18%
Total Other Income			-	-	-	37,636	0.58%
Net Income/(Loss)			1,569,707	(2,435,875)	(866,168)	542,922	8.36%
Less: Delphi Attributed Fixed Expenses							
Total Delphi Attributed Fixed Expenses for 1/15/00 - 12/31/00			404,108				
74.43% Fixed Expenses before Equipment & Building Rent for 1/15/00 - 12/31/00			567,962				
Total Delphi Attributed Fixed Expenses			972,070				
Loss of Income					597,637		

Nu-Tech Plastics Engineering, Inc.
Loss of Income Analysis

	Exhibit I	Exhibit II-A	Exhibit II-B	Exhibit II-C
	1/1/99 - 12/31/00	1/1/99 - 5/2/99	5/3/99 1/14/00	1/15/00 - 12/31/00
Revenue	\$ 7,581,635	\$ 2,022,423	\$ 3,003,072	\$ 2,556,140
Variable Costs	2,683,191	715,747	1,062,807	904,637
Contribution Margin	4,898,444	1,306,676	1,940,265	1,651,503
Contribution Margin %	64.6%	64.6%	64.6%	64.6%
Less: Delphi Attributed Fixed Costs	2,028,667	338,112	718,486	972,070
Operating Income	2,869,777	968,564	1,221,779	679,433
Interest Expense	242,612	64,718	96,098	81,796
Profit Before Income Taxes	2,627,165	903,846	1,125,681	597,637
Income Taxes	893,236	307,308	382,732	203,197
Net Income	\$ 1,733,929	\$ 596,538	\$ 742,949	\$ 394,440
Net Income/(Loss) %	22.9%	29.5%	24.7%	15.4%
EBITDA	3,151,919	1,015,588	1,321,704	814,626
EBITDA %	41.6%	50.2%	44.0%	31.9%

Assumptions:

- Revenue derived from GM payment data.
- All Exhibits exclude Division 2 and Tooling in determining cost ratios.
- Exhibit I reflects parts invoiced from 1/1/99 - 12/31/00 at \$1.86/part.
- Exhibit II-A reflects parts invoiced from 1/1/99 - 5/2/99 at \$1.86/part.
- Exhibit II-B reflects parts invoiced from 5/3/99 - 1/14/00 at \$1.86/part.
- Exhibit II-C reflects parts invoiced from 1/15/00 - 12/31/00 at \$1.86/part.

EXHIBIT III

Nu-Tech Plastics Engineering, Inc.
Estimated Damages Based on Loss of Income Analysis
1/1/99 - 12/31/99

Exhibit III

Revenue	\$ 4,888,791
Variable Costs	1,730,177
Contribution Margin	3,158,614
Contribution Margin %	64.6%
Less: Delphi Attributed Fixed Costs	1,014,334
Operating Income	2,144,280
Income Taxes	729,055
Cash Flow from Operations	1,415,225
Plus: Depreciation & Amortization	141,071
Less: Capital Expenditures	-
Less: Working Capital Requirements	-
Free Cash Flow	\$ 1,556,296
Discount Rate (1)	25.6%
Net Present Value (NPV)	1,239,089
Estimated Damages	\$ 1,239,089

Notes:

(1) Mr. Leeman's Estimated Lost Value of Business analysis uses a capitalization rate of 3.91X, implying a discount rate of approximately 25.6%.

Exhibit III

	Variable/ Fixed	Basis	Variable	Fixed (2 years)	Total	Historical - 1998 Amount	Ratio
Sales							
Tooling					-	-	0.00%
Division 2 Purchasing					-	-	0.00%
Miscellaneous					-	1,229	0.02%
Delphi			4,888,791		4,888,791	4,839,410	74.43%
Chrysler					-	47,171	0.73%
Johnson Controls					-	334,314	5.14%
GT Products					-	649,625	9.99%
Briskin Manufacturing					-	16,066	0.25%
GM SPO					-	368,201	5.66%
Powertrain					-	123,935	1.91%
Oxford Suspension					-	15,277	0.23%
Reacom					-	106,321	1.64%
Total Sales			<u>4,888,791</u>	<u>-</u>	<u>4,888,791</u>	<u>6,501,549</u>	<u>100.00%</u>
Cost of Goods Sold							
Tooling	V				-	-	0.00%
Division 2 Purchasing	V				-	-	0.00%
Research & Development	V	0.02% of Sales	978		978	1,000	0.02%
Delphi	V				-	2,249,565	34.60%
Chrysler	V				-	35,997	0.55%
Johnson Controls	V				-	275,360	4.24%
GT Products	V				-	395,616	6.08%
Briskin Manufacturing	V				-	9,431	0.15%
GM SPO	V				-	156,821	2.41%
Powertrain	V				-	59,852	0.92%
Oxford Suspension	V				-	9,408	0.14%
Reacom	V				-	66,444	1.02%
Freight & Delivery	V	0.67% of Sales	32,755		32,755	43,526	0.67%
Engineering	V		-		-	264	0.00%
Equipment Maintenance	V	1.17% of Sales	57,199		57,199	75,976	1.17%
Supplies - Shop	V	1.43% of Sales	69,910		69,910	92,974	1.43%
Supplies - Quality Control	V	0.21% of Sales	10,266		10,266	13,603	0.21%
Inventory Overhead Adjustment	V				-	(2,201,564)	-33.86%
Total Cost of Goods Sold			<u>171,108</u>	<u>-</u>	<u>171,108</u>	<u>1,284,273</u>	<u>19.75%</u>
Gross Profit			4,717,683	-	4,717,683	5,217,276	80.25%
Operating Payroll & Expenses							
Salaries & Wages - Other	V	18.22% of Sales	890,738		890,738	1,184,530	18.22%
Salaries & Wages - Officer & Admin.	F		-	644,000	644,000	322,000	4.95%
Contract Labor	V	1.13% of Sales	55,243		55,243	73,643	1.13%
Payroll Taxes	V	8.65% of PR	77,049	55,706	132,755	130,307	2.00%
Payroll Expenses - Other	V	0.00% of Sales	-		-	57	0.00%
Health Insurance	V	8.48% of PR	75,535	54,611	130,146	127,681	1.96%
Total Payroll & Expenses			<u>1,098,565</u>	<u>754,317</u>	<u>1,852,882</u>	<u>1,838,218</u>	<u>28.26%</u>
Profit After Payroll & Expenses			3,619,118	(754,317)	2,864,801	3,379,058	51.99%
Other Controllable Expenses							
Advertising	V	0.00% of Sales			-	143	0.00%
Bank Service Charges	F			17,576	17,576	8,788	0.14%
Blueprints	V	0.04% of Sales	1,956		1,956	2,585	0.04%
Contributions	F			4,812	4,812	2,406	0.04%
Dues & Subscriptions	F			5,512	5,512	2,756	0.04%
Shop Maintenance	F			400	400	200	0.00%
Office Maintenance	F			6,742	6,742	3,371	0.05%
Machinery Movers & Riggers	V	2.14% of Sales	104,620		104,620	139,059	2.14%
Building Maintenance	F			58,308	58,308	29,154	0.45%

Exhibit III

	Variable/ Fixed	Basis	Variable	Fixed (2 years)	Total	Historical - 1998	
						Amount	Ratio
Fees & Permits	V	0.01% of Sales	489		489	500	0.01%
Miscellaneous	V	0.19% of Sales	9,289		9,289	12,281	0.19%
Postage & Delivery	V	0.06% of Sales	2,933		2,933	3,625	0.06%
Supplies	V	1.06% of Sales	51,821		51,821	68,873	1.06%
Telephone	V	0.42% of Sales	20,533		20,533	27,120	0.42%
Pager Service	V	0.06% of Sales	2,933		2,933	3,948	0.06%
Meals & Entertainment	V	0.45% of Sales	22,000		22,000	29,333	0.45%
Travel	V	0.46% of Sales	22,488		22,488	30,014	0.46%
Uniforms	V	0.11% of Sales	5,378		5,378	7,036	0.11%
Gas & Electric	V	3.05% of Sales	149,108		149,108	198,150	3.05%
Water	V	0.01% of Sales	489		489	389	0.01%
Vehicle Expense	F			87,718	87,718	43,859	0.67%
Total Controllable Expenses			394,037	181,068	575,105	613,590	9.45%
Profit After Controllable Expenses			3,225,081	(935,385)	2,289,696	2,765,468	42.54%
Other Non-Controllable Expenses							
Depreciation - Office Equipment	F			28,722	28,722	14,361	0.22%
Depreciation - Leasehold Improvements	F			41,968	41,968	20,984	0.32%
Depreciation - Plant Equipment	F			281,008	281,008	140,504	2.16%
Depreciation - Vehicles	F			18,166	18,166	9,083	0.14%
Amortization Expense	F			9,206	9,206	4,603	0.07%
Interest Expense	V	3.20% of Sales	156,441		156,441	207,913	3.20%
General Insurance	F			30,392	30,392	15,196	0.23%
Workers' Compensation Insurance	V	1.26% of PR	11,223	8,114	19,337	19,030	0.29%
Umbrella Insurance	F			2,346	2,346	1,173	0.02%
Accounting	F			5,350	5,350	2,675	0.04%
Consulting	V	0.40% of Sales	19,556		19,556	25,894	0.40%
Legal Fees	F			32,134	32,134	16,067	0.25%
Taxes - Local	F			17,422	17,422	8,711	0.13%
Taxes - Property Taxes	F			182,306	182,306	91,153	1.40%
Single Business Tax	V	0.23% of Sales	11,244		11,244	14,832	0.23%
Uncollectible Accounts	V	0.43% of Sales	21,022		21,022	28,152	0.43%
Waste Collection	V	0.07% of Sales	3,422		3,422	4,245	0.07%
Total Non-/Controllable Expenses			222,908	657,135	880,043	624,576	9.60%
Profit Before Equipment & Building Rent			3,002,173	(1,592,520)	1,409,653	2,140,892	32.94%
Additional Rental Expenses Specific to Delphi Part 60694							
Equipment Rental	F			493,425	493,425	979,151	15.06%
Building Rent	F			349,930	349,930	656,455	10.10%
Total Additional Rental Expense Specific to Delphi Part 60694			-	843,355	843,355	1,635,606	25.16%
Profit Before Other Income			3,002,173	(2,435,875)	566,298	505,286	7.78%
Other Income							
Interest Income			-	-	-	25,727	0.40%
Other Income			-	-	-	11,909	0.18%
Total Other Income			-	-	-	37,636	0.58%
Net Income/(Loss)			3,002,173	(2,435,875)	566,298	542,922	8.36%
Less: Delphi Attributed Fixed Expenses							
Total Delphi Attributed Fixed Expenses			421,678				
74.43% Fixed Expenses before Equipment & Building Rent			592,656				
Total Delphi Attributed Fixed Expenses			1,014,334				
Loss of Income				1,987,839			

EXHIBIT IV

**NuTech Plastics Engineering, Inc.
Summary of Real Property Leases**

Property Address	Date of Lease	Landlord	Tenant	Initial Term	Renewal Options	Square Ft		Rate per Square Ft		Annual Rent		Monthly Pmt due 1st	Passthroughs:		Security Deposit
						Office	Mfg	Office	Mfg	Office	Mfg		R/E Tax	Insurance CAM	
8018 Embury Road, Suite 2 Grand Blanc Township, MI	1/24/1996	John G. Cooper	Nu-Tech Plastics	5 yrs	2 @ 5 yrs	2,000	7,000	9,000	\$ 14	\$ -	\$ 28,000	\$ 8,166.67	Tenant	Tenant	\$ -
8024 Embury Road Grand Blanc Township, MI	3/26/1997	John G. Cooper	Nu-Tech Plastics	10 yrs	2 @ 10 yrs	-	15,875	15,875	\$ -	\$ -	\$ 158,750	\$ 13,229.17	Tenant	Tenant	\$ -
									10 yr 3-10 = \$10 plus CPL, not less than \$10.30						
4068 Baldwin Road, Building A Holly MI	7/1/1997	Air Design, L.C.	Nu-Tech Plastics	3 yrs	TBD 90 days prior to expir	-	10,000 (estimate)	10,000	\$ -	\$ -	\$ 152,460	\$ 12,705.00	Tenant	Tenant	\$ 5,000
4068 Baldwin Road, Building B Holly MI	1/1/1998	Air Design, L.C.	Nu-Tech Plastics	5 yrs	TBD 90 days prior to expir	-	10,000 (estimate)	10,000	\$ -	\$ -	\$ 119,920	\$ 9,993.33	Tenant	Tenant	\$ 10,000
G - 6437 Lennon Road Swartz Creek MI	9/1/1998	John G. Cooper	Nu-Tech Plastics	7 yrs	1 @ 5 yrs	4,000 (2 floors)	34,000	38,000	not spec'd	not spec'd	not spec'd	\$ 31,833.33	Tenant	Tenant	\$ 31,833
Total						6,000	76,875	82,875				\$ 911,130			\$ 46,833
						Divided by total square ft		\$ 82,875							
						Rate per total square foot		\$ 10.99							
						Annual Rent if Base Rate =		\$ 2.00		\$ 165,750					
								\$ 3.00		\$ 248,625					
						Market		\$ 4.00		\$ 331,500					
						Rate		\$ 5.00		\$ 414,375					
										Savings/Yr (assume same taxes, ins, CAM)					

EXHIBIT V

NuTech Plastics Engineering, Inc.
Summary of Personal Property Leases

Lessor: Lessee:	Lease #	Lease Inception	Location	Equip.	Equip. Description	Cost	Taxes	Freight	Other Fees	Total Cost Per Lease	Cost to ABX	Interest and Profit	Per Lease Agmt Total Amount Financed	Term (# mos)	Mo Pymt	Due Date	Interest Rate
ABX Leasing, L.T.D. - Owner - John G. Cooper Nu-Tech	1	6/1/1996	Embury	Chilling System	\$ 65,706.88												
			Embury	Cinci 300 Ton	365,048.97												
			Embury	Cinci 165 Ton	285,681.40												
			Embury		716,437.25												
	2	11/15/1997	Embury	2 PC's	177,106.00												
			Embury	Tilt table	5,600.00												
			Embury	Tilt table	1,894.00												
			Embury	Loader	2,835.00												
			Embury		187,435.00												
	3	11/15/1997	Embury	Cinci 550T Elektra	449,140.00												
			Embury	Tilt table	1,894.00												
			Embury	Accessories	4,790.00												
			Embury	Loader	2,835.00												
			Embury		458,659.00												
	4	11/15/1997	Embury	Battenfeld 500T	213,240.00												
			Embury	Cooling Tower	37,318.00												
			Embury		250,558.00												
	5	12/15/1997	Embury	Cinci 120T	96,365.00												
			Embury	Thermolator	4,370.00												
			Embury	Loader	2,835.00												
			Embury	Dryers (2)	11,470.00												
			Embury		115,040.00												
	6	12/15/1997	Embury	Cinci 300T	210,817.00												
			Embury	MFCI-100 TC	4,780.00												
			Embury	Loader	2,835.00												
			Embury	Tilt table	1,895.00												
			Embury	Dryer	5,735.00												
			Embury		226,062.00												
	7	12/15/1997	Embury	Cinci 550T Elektra	432,690.00												
			Embury	Tilt Table	1,894.00												
			Embury	MFCI-300	4,790.00												
			Embury	Loader	2,835.00												
			Embury		442,209.00												
	8	7/17/1998	Baldwin	Dryers (6)	57,945.00												
	9	7/15/1998	Baldwin	Cinci 85T Elektra	119,000.00												
			Baldwin	Dryers (5)	59,400.00												
			Baldwin	Temp Flow Cont (5)	10,925.00												
			Baldwin	CM-TT-1500 Mites(5)	5,013.00												
			Baldwin		194,338.00												
	10	7/15/1998	Baldwin	Cinci 85T Elektra	119,490.00												
			Baldwin	Accessories	22,911.00												
			Baldwin		142,401.00												
	11	7/15/1998	Baldwin	Cinci 110T Elektra (3)	506,384.25												
			Baldwin	Cinci 300T Elektra	257,894.75												
			Baldwin		764,279.00												
	12	8/15/1998	Baldwin	Okuma CNC Lathe	79,900.00												
			Baldwin	Accessories	7,640.00												
			Baldwin		87,540.00												
	13	10/7/1998	Baldwin	Okuma CNC Lathe	79,900.00												
			Baldwin	Accessories	4,700.00												
			Baldwin		84,600.00												
	14	4/10/1998	Lemmon	Cinci 1500T	700,000.00												
				Blender	7,800.00												
				Auger (2)	4,320.00												
				Floor Stand	375.00												
					712,495.00												
	15	9/2/1998	Embury	Swamp Cooler	27,301.00												
			Embury	Cooling Tower	10,017.00												
			Embury		37,318.00												
Total						\$ 4,477,316.25	\$ 190,405.73	\$ 54,094.75	\$ 16,228.50	\$ 4,738,045.23	\$ 3,840,453.14	\$ 2,259,684.57	\$ 6,997,729.80	60	\$ 116,628.83	2nd	17.40%
														60			16.56%

NuTech Plastics Engineering, Inc.
Summary of Personal Property Leases

	As Is	Restated to 16.56%	Restated to 12%	Restated to 10%
Amount financed	\$ 4,738,045	\$ 4,738,045	\$ 4,738,045	\$ 4,738,045
Less 20% profit margin	0	789,674	789,674	789,674
Less sales tax	0	190,406	190,406	190,406
Amount financed	4,738,045	3,757,965	3,757,965	3,757,965
Term in months	60	60	60	60
Interest rate	16.56%	16.56%	12.00%	10.00%
Monthly payment	116,629	92,504	83,594	79,846
Monthly savings	N/A	24,125	33,035	36,783
Annual savings	N/A	289,501	396,420	441,398

EXHIBIT VI



Background

- Automotive
- Chemicals
- Manufacturing

Keith R. Francis- *Senior Director, BBK Southfield*

Keith is a senior executive with more than 30 years of financial and operations expertise. He has experience as a self-employed turnaround consultant, a Chief Operating Officer, a Chief Financial Officer and a partner in a major public accounting and consulting firm.

Since joining BBK, Keith has managed many engagements for distressed suppliers to automotive OEM's. He has a proven ability to prepare accurate and objective assessments under pressure. In a turnaround, he moves forward quickly to provide initial stability and gain the confidence of all stakeholders.

Keith has participated in successful negotiations to transition a \$600 million plastic injection molder with international operations, a \$30 million gear manufacturer with operations in the US and Mexico, a \$100 million metal stamper, and a \$50 million aluminum die caster with operations in the US and Canada.

Professional Experience

Jay Alix & Associates retained Keith as a turnaround consultant following their acquisition of Peregrine, Inc., a \$1.2 billion troubled automotive OEM supplier. He served as Interim Controller at the Peregrine Flint plant, a \$180 million manufacturer of door and deck-lid hinges and window regulators for twenty OEM assembly plants. Keith handled all plant financial matters, including a product costing analysis, an asset auction and plant closing. Ultimately he assisted in the successful transfer of product lines to other divisions and outside suppliers.

As COO of Piston Automotive LLC, Keith led the operational turnaround of this minority-owned automotive OEM supplier of in-line sequencing and sub-assembly services. He directed four operating units, customer service, human resources, and accounting. During his tenure, Piston went from a 25 percent operating loss to break even in one year. His accomplishments included improving cash availability by 30 percent, directing a product costing analysis and negotiating price increases and accelerated payments with a major OEM, and negotiating loan payment deferrals and higher advance rates with Piston's senior lender.

As Director of Finance and Administration for Pine River Plastics (a privately held tier one supplier of custom plastic injection molded components for the automotive and consumer products markets), Keith implemented activity based costing, launched a cost reduction program, developed a business succession plan, negotiated loan agreements and obtained 50% property tax abatements and personal property tax reductions, resulting in a net present value savings of \$500,000.

Keith began his career at Plante & Moran and worked there for 24 years, progressing from staff accountant to audit partner, where he worked directly with owners of automotive manufacturing companies.

Education and Certifications

- Master of Science, Corporate Finance, Walsh College
- Bachelor of Science, Accounting, Wayne State University
- Certified Turnaround Professional
- Certified Public Accountant, Michigan
- Certified Insolvency and Restructuring Advisor